

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

MAGTEN ASSET MANAGEMENT CORP.	:	
and LAW DEBENTURE TRUST COMPANY OF	:	
NEW YORK,	:	
	:	
Plaintiffs,	:	
	:	
v.	:	Civil Action No. 04-1494-JJF
	:	
NORTHWESTERN CORPORATION,	:	
	:	
Defendant.	:	
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MAGTEN ASSET MANAGEMENT CORP.,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Civil Action No. 05-499-JJF
	:	
MIKE J. HANSON and ERNIE J. KINDT,	:	
	:	
Defendants.	:	
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MAGTEN ASSET MANAGEMENT CORP.	:	
Suing individually and derivatively on behalf	:	
of CLARK FORK and BLACKFOOT, LLC,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Civil Action No. 04-1256-JJF
	:	
PAUL HASTINGS JANOFISKY & WALKER	:	
LLP,	:	
	:	
Defendant.	:	
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UPON the Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York (the “Plaintiffs”) to Compel the Production of Documents and For Expenses (the “Motion”); and the parties having filed supporting and opposing memoranda and other papers; and the Court having overruled all objections to the Motion; and the Court being of the opinion that the Motion should be granted; it is hereby

ORDERED that the Motion is GRANTED; and it is further

ORDERED that NorthWestern Corporation, Michael J. Hanson and Ernie J. Kindt (the "NorthWestern Defendants") shall produce to Plaintiffs within ____ days of the date of this order all documents responsive to Plaintiffs' First Requests For Production of Documents, served on or about January 24, 2006, as limited by the prior agreement of the parties, and it is further

ORDERED that all documents produced by the NorthWestern Defendants to the Securities and Exchange Commission shall be produced by the NorthWestern Defendants to Plaintiffs within one week of the date of this order; and it is further

ORDERED that the NorthWestern Defendants and their attorneys in this action shall pay monetary sanctions in the amount of \$_____ to Plaintiffs for their expenses, including reasonable attorneys' fees, incurred in the preparation and filing of the Motion; and it is further

ORDERED that, notwithstanding any contrary provisions of this Court's scheduling order entered in the above captioned actions, Plaintiffs shall be permitted to submit more than two Rule 37 motions during the course of discovery in the above captioned actions.

DATED: January __, 2007

Honorable Joseph J. Farnan, Jr.
United States District Judge